

RECORDATION NO.

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FILED

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SURFACE TRANSPORTATION BOARD

May 11 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Termination - Rider No. 3, dated as of May 1, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 22273.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

[Lessee: Illinois Central Railroad
455 North Cityfront Plaza Drive
Chicago IL 60611-5318]

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

94 plate C box cars within the series IC 501500 - IC501734 and ICG 501579 - ICG 501809 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Termination - Rider No. 3.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MAY 11 '09

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MEMORANDUM OF LEASE TERMINATION - RIDER NO. 3

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of May 1, 2009 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of September 18, 1997 and Rider No. 3 dated April 12, 1999 (collectively, the "Lease"), between Lessor and Illinois Central Railroad Company (the "Lessee"), an Illinois corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described in on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease dated as of April 12, 1999, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on July 23, 1999 at 10:00 A.M. with primary recordation number 22273.

WHEREAS, the Lease between Lessor and Lessee has been terminated; and,

NOW, THEREFORE, the Lessor desires to clarify the public record as follows:

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board, has been terminated in all respects.
2. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the Lessor has caused this Memorandum to be duly executed by its duly authorized officer as of the 1st day of May, 2009 (and the undersigned declares under penalty of perjury that he holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Richard F. SeymourTitle: Vice President Sales & MarketingSignature: Richard F. Seymour

EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE

NUMBER OF CARS: Ninety-four (94)

DESCRIPTION OF CARS: Plate C Box Cars – 50' 6"

CAR NUMBERS:

1	IC	501500*	34	ICG	501609**	65	ICG	501716
2	IC	501578*	35	ICG	501610	66	ICG	501717
3	IC	501586*	36	ICG	501611	67	ICG	501722
4	IC	501589*	37	ICG	501612**	68	ICG	501724
5	IC	501627*	38	ICG	501613	69	ICG	501725
6	IC	501718	39	ICG	501614	70	ICG	501726
7	IC	501721*	40	ICG	501616**	71	ICG	501727**
8	IC	501723*	41	ICG	501617	72	ICG	501728**
9	IC	501732	42	ICG	501618**	73	ICG	501730
10	IC	501734*	43	ICG	501619	74	ICG	501731
11	ICG	501579	44	ICG	501620	75	ICG	501790
12	ICG	501580	45	ICG	501621	76	ICG	501791
13	ICG	501581	46	ICG	501622	77	ICG	501792
14	ICG	501582	47	ICG	501623	78	ICG	501793
15	ICG	501583	48	ICG	501624	79	ICG	501794
16	ICG	501584	49	ICG	501625	80	ICG	501795
17	ICG	501587	50	ICG	501626	81	ICG	501796
18	ICG	501588	51	ICG	501631	82	ICG	501797
19	ICG	501592	52	ICG	501633**	83	ICG	501798**
20	ICG	501593	53	ICG	501634	84	ICG	501799
21	ICG	501594**	54	ICG	501635	85	ICG	501800
22	ICG	501595	55	ICG	501638	86	ICG	501801
23	ICG	501596	56	ICG	501642	87	ICG	501802
24	ICG	501597**	57	ICG	501643**	88	ICG	501803
25	ICG	501598	58	ICG	501644	89	ICG	501804*
26	ICG	501599**	59	ICG	501645	90	ICG	501805*
27	ICG	501602**	60	ICG	501661	91	ICG	501806
28	ICG	501603	61	ICG	501662	92	ICG	501807
29	ICG	501604	62	ICG	501663	93	ICG	501808
30	ICG	501605	63	ICG	501664	94	ICG	501809
31	ICG	501606**	64	ICG	501715			
32	ICG	501607						
33	ICG	501608						

* Remarked from ICG

** Destroyed cars